

# **EXHIBIT I**



# Form 8-K

BIOENVISION INC - BIVN

Filed: April 02, 2007 (period: March 30, 2007)

Report of unscheduled material events or corporate changes.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**FORM 8-K**  
**Current Report Pursuant**  
**to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) March 30, 2007

Bioenvision, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-31787

(Commission File Number)

13-4025857

(I.R.S. Employer Identification No.)

345 Park Avenue, 41st Floor, New York, New York

10154

(Address of Principal Executive Offices)

(Zip Code)

(212) 750-6700

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01** Regulation FD Disclosure.

On April 2, 2007, Bioenvision, Inc. (the "Company") issued a press release announcing the offering and sale of the Shares (as defined below). A copy of the press release is attached hereto as Exhibit 99.1.

**Item 8.01** Other Events

On March 30, 2007, the Company entered into a Placement Agency Agreement with J.P. Morgan Securities Inc. as exclusive placement agent relating to the offering, issuance and sale of up to an aggregate of 8,000,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share, at a purchase price of \$3.75 per share. The net offering proceeds to the Company are expected to be approximately \$27,550,000 after deducting placement agents' fees and estimated offering expenses. The Placement Agency Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions. A copy of the Placement Agent Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

The Shares being issued by the Company in this offering were registered under an existing shelf registration statement on Form S-3 (Registration No. 333-119928), which was declared effective by the Securities and Exchange Commission on January 5, 2005.

On April 2, 2007, Paul, Hastings, Janofsky & Walker LLP delivered its legality opinion with respect to the Shares. A copy of the legality opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

**Item 9.01** Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
1.1	Placement Agency Agreement dated March 30, 2007, by and between Bioenvision, Inc. and J.P. Morgan Securities Inc.
5.1	Opinion of Paul, Hastings, Janofsky & Walker LLP.
23.1	Consent of Paul, Hastings, Janofsky & Walker LLP (included in the opinion filed as Exhibit 5.1).
99.1	Press Release dated April 2, 2007.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 2, 2007

By: BIOENVISION, INC.  
/s/ David P. Luci

Name: David P. Luci

Title: Executive Vice President, General  
Counsel and Corporate Secretary



# Form 424B5

BIOENVISION INC - BIVN

Filed: April 02, 2007 (period: )

Form of prospectus disclosing information,facts,events covered in both forms 424B2 424B3

Prospectus supplement  
(To prospectus dated January 5, 2005)

**8,000,000 shares**



### ***Common stock***

Bioenvision, Inc. is offering all of the 8,000,000 shares of its common stock offered by this prospectus supplement.

Our common stock is included for quotation on the Nasdaq Global Market under the symbol "BIVN." On March 30, 2007, the last reported sales price of shares of our common stock on the NASDAQ Global Market was \$4.09 per share.

J.P. Morgan Securities Inc. has been retained to act as placement agent for us in connection with the arrangement of this transaction. We have agreed to pay J.P. Morgan Securities Inc. the aggregate placement agent fees set forth in the table below. The placement agent is not required to sell any specific number or dollar amount of our shares, but will use its best efforts to arrange for the sale of all 8,000,000 shares of our common stock. See "Plan of Distribution" in this prospectus supplement.

	Per Share	Total
Public offering price	\$ 3.750	\$ 30,000,000
Placement agent fees	\$ 0.225	\$ 1,800,000
Proceeds, before expenses, to us	\$ 3.525	\$ 28,200,000

We expect the total offering expenses, excluding placement agent fees, to be approximately \$650,000 for all sales pursuant to this prospectus supplement and the related prospectus. Because there is no minimum offering amount required as a condition to closing in this offering, the actual public offering amount, placement agent fees and proceeds to Bioenvision, Inc., if any, are not presently determinable and may be substantially less than the maximum amounts set forth above.

The shares of common stock are expected to be ready for delivery on or about April 4, 2007.

Investing in our common stock involves certain risks. See "Risk factors" beginning on page 3 of the accompanying prospectus and those risks discussed beginning on page S-12 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

**JPMorgan**

March 30, 2007

## Prospectus supplement

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## Prospectus

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